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10 *Attorneys for Debtors*
and Debtors in Possession

11 **UNITED STATES BANKRUPTCY COURT**
12 **NORTHERN DISTRICT OF CALIFORNIA**
13 **SAN FRANCISCO DIVISION**

14 In re

15 PG&E CORPORATION,

16 -and-

17 PACIFIC GAS AND ELECTRIC
COMPANY,
18 Debtors.

- 19 ☐ Affects PG&E Corporation
20 ☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**DECLARATION OF SETH GOLDMAN IN
SUPPORT OF THE AMENDED THIRD
INTERIM FEE APPLICATION OF
MUNGER, TOLLES & OLSON LLP FOR
COMPENSATION FOR SERVICES AND
REIMBURSEMENT OF EXPENSES AS
ATTORNEYS TO THE DEBTORS AND
DEBTORS IN POSSESSION FOR
CERTAIN MATTERS FROM OCTOBER
1, 2019 THROUGH JANUARY 31, 2020**

Hearing to be set

1 Pursuant to 28 U.S.C. § 1746, I, Seth Goldman, hereby declare as follows:

2 I am a partner at Munger, Tolles & Olson LLP (“**MTO**” or the “**Firm**”), located at 350 S.
3 Grand Ave., 50th Floor, Los Angeles, California 90071, and have been duly admitted to practice
4 law in the State of California and the United States District Courts in California. There are no
5 disciplinary proceedings pending against me.

6 I have read the Amended Third Interim Fee Application of Munger, Tolles & Olson LLP,
7 for Compensation for Services and Reimbursement of Expenses as Attorneys to the Debtors and
8 Debtors in Possession for Certain Matters from October 1, 2019 through January 31, 2020 (the
9 “**Amended Fee Application**”). Capitalized terms used herein shall have the meaning ascribed to
10 those terms in the Amended Fee Application unless otherwise defined herein.

11 To the best of my knowledge, information and belief, the statements contained in the
12 Amended Fee Application are true and correct. In connection therewith, I hereby certify that:

13 a) to the best of my knowledge, information, and belief, formed after reasonable
14 inquiry, the fees and disbursements sought in the Amended Fee Application are permissible under
15 the relevant rules, court orders, the Fee Guidelines, and the relevant Bankruptcy Code provisions;

16 b) except to the extent disclosed in the Amended Fee Application, the fees and
17 disbursements sought in the Amended Fee Application are billed at rates customarily employed by
18 MTO and generally accepted by MTO’s clients. In addition, none of the professionals seeking
19 compensation varied their hourly rate based on the geographic location of the Debtors’ cases;

20 c) in providing a reimbursable expense, MTO does not make a profit on that expense,
21 whether the service is performed by MTO in-house or through a third party;

22 d) in accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and
23 section 504 of the Bankruptcy Code, no agreement or understanding exists between MTO and any
24 other person for the sharing of compensation to be received in connection with the above cases
25 except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules, and Local Rules;

26 e) all services for which compensation is sought were professional services on behalf
27 of the Debtors and not on behalf of any other person; and
28

1 f) MTO is seeking compensation with respect to the approximately 63.8 hours and
2 \$51,195.50 in fees spent reviewing or revising time records and preparing, reviewing, and revising
3 invoices for privileged or confidential information during the Second Interim Fee Period.

4 The Debtors have actively worked with MTO to prepare budgets and forecasts of the work
5 performed by MTO, have authorized the matter categories used by MTO, and have monitored and
6 reviewed the compensation and reimbursement sought by MTO.

7 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true
8 and correct.

9
10 DATED: March 25, 2020

By: /s/ Seth Goldman

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